



# RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

RECORDATION NO. 8925-A Filed & Recorded

AUG 26 1977-9 45 AM

August 26, 1977

7-238A033

No.

AUG 26 1977

Date

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8925-C Filed & Recorded

Fee \$

20

Secretary

Interstate Commerce Commission

Washington, D. C. 20423

AUG 26 1977-9 45

IOC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of August 26, 1977, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of August 26, 1977, between Richmond Leasing Company and The First National Bank of Fort Worth.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment and the Bill of Sale have been executed in connection with an Equipment Trust Agreement dated as of August 2, 1977, and filed with the Interstate Commerce Commission on August 4, 1977, and which has been assigned the following recordation number: 8925.

RECEIVED  
AUG 26 9 45 AM '77  
FEDERAL  
OPERATION BR.  
I.C.C.

*Quintus M. Morley*

Secretary  
Interstate Commerce Commission  
August 26, 1977

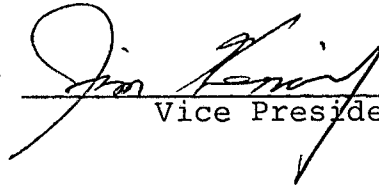
Enclosed is a check in the necessary amount to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

  
Vice President

RICHMOND LEASING COMPANY

Equipment Trust, Series 11

RECORDATION NO. 8925-D Filed & Recorded

AUG 26 1977-9 45 AM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 26th day of August, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 2, 1977, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of all of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto

Buyer, its successors and assigns, against all lawful claims.

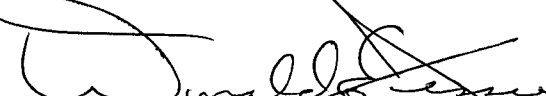
(SEAL)

ATTEST:

  
S. Ann Lusk, Secretary

RICHMOND LEASING COMPANY

By

  
Donald E. Jessie, President

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the  
26 day of August, 1977.

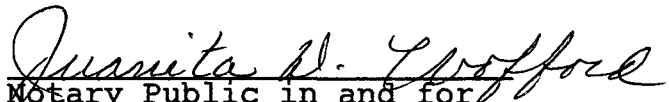
  
Notary Public in and for  
Harris County, Texas

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
15 tank cars	DOT105A300W	34,000	RTMX 3785 thru 3799
2 tank cars	DOT105A300W	34,000	RTMX 3924 thru 3925
26 tank cars	DOT105A300W	34,000	RTMX 3898 thru 3923
8 tank cars	DOT105A300W	34,000	RTMX 3976 thru 3983

EXHIBIT B

Existing Leases

1. Tank Car Lease and Service Contract dated March 2, 1977, between Richmond Leasing Company and W. R. Grace & Company, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
65	34,000 gallons DOT 105A300W	RTMX 3735 thru 3799

2. Rider dated April 4, 1977 to Tank Car Lease and Service Contract dated May 12, 1976, between Richmond Leasing Company and California Liquid Gas Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	34,000 gallons DOT 105A300W	RTMX 3924 thru 3925

3. Rider dated February 28, 1977 to Tank Car Lease and Service Contract dated December 30, 1976, between Richmond Leasing Company and Terra Chemicals International, Inc., covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	34,000 gallons DOT 105A300W	RTMX 3898 thru 3923

4. Rider dated July 29, 1977, to Tank Car Lease and Service Contract dated May 2, 1977, between Richmond Leasing Company and BP North America, Inc., covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	34,000 gallons DOT 105A300W	RTMX 3976 thru 3983